

EXHIBIT B

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
W.R. GRACE & CO., <u>et al.</u>)	Case No. 01-1139 (JKF)
Debtors.)	Objection Deadline: August 17, 2005 at 4:00 p.m. Hearing: Schedule if Necessary (Negative Notice)

COVER SHEET TO TWELFTH MONTHLY INTERIM APPLICATION OF
SWIDLER BERLIN LLP, BANKRUPTCY COUNSEL
TO DAVID T. AUSTERN, FUTURE CLAIMANTS' REPRESENTATIVE FOR
COMPENSATION AND REIMBURSEMENT OF EXPENSES FOR THE PERIOD
MAY 1, 2005 THROUGH MAY 31, 2005

Name of Applicant:	Swidler Berlin LLP ("Swidler")
Authorized to Provide Professional Services to:	David T. Austern, Future Claimants' Representative (the "FCR")
Date of Retention:	Swidler Retention Order entered September 27, 2004
Period for which compensation is sought:	May 1, 2005 through May 31, 2005
Amount of Compensation (100%) sought as actual, reasonable, and necessary:	\$66,862.00
80% of fees to be paid:	\$53,489.60 ¹
Amount of Expense Reimbursement sought as actual, reasonable and necessary:	\$ 852.77
Total Fees @ 80% and 100% Expenses:	\$54,342.37
This is an: <u> </u> interim <u> X </u> monthly <u> </u> final application.	

¹ Pursuant to the Administrative Order entered March 17, 2003, absent timely objections, the Debtor is authorized and directed to pay 80% of fees and 100% expenses.

The total time expended for fee application preparation during this time period is 15.30 hours and the corresponding fees are \$4,068.50 and \$112.66 in expenses for Swidler's fee applications and 5.10 hours and \$994.50 in fees and \$340.57 in expenses for the FCR and/or is other professional's fee applications. Any additional time spent for this matter will be requested in subsequent monthly interim applications.

This is Swidler's twelfth interim fee application for the period May 1-31, 2005. Swidler has previously filed the following fee applications:

- Eleventh interim fee application for the period April 1-30, 2005 in the amount of \$21,802.60 (80% of \$27,253.25) and expenses in the amount of \$1,560.48
- Eleventh interim fee application for the period March 1-31, 2005 in the amount of \$67,870.00 (80% of \$54,296.00) and expenses in the amount of \$4,114.49
- Tenth interim fee application for the period February 1-28, 2005 in the amount of \$92,370.80 (80% of \$115,463.50) and expenses in the amount of \$2,097.16
- Ninth interim fee application for the period January 1-31, 2005 in the amount of \$50,702.60 (80% of \$63,378.25) and expenses in the amount of \$7,490.31
- Eighth interim fee application for the period December 1-31, 2004 in the amount of \$70,817.20 (80% of \$88,521.50) in fees and \$4,326.10 in expenses
- Seventh interim fee application for the period November 1-30, 2004 in the total amount of \$78,054.40 (80% of \$97,568.00) and expenses in the amount of \$4,182.19
- Sixth interim fee application for the period October 1-31, 2004 in the total amount of \$87,179.80 (80% of \$108,974.75) and expenses in the amount of \$8,520.60
- Fifth interim fee application for the period September 1-30, 2004 in the amount of \$123,890.80 (80% of \$154,863.50) in fees and \$5,827.44 in expenses
- Fourth interim fee application for the period August 1-31, 2004 in the amount of \$38,486.00 (80% of \$48,107.50) in fees and \$4,143.66 in expenses
- Third interim fee application for the period July 1-31, 2004 in the amount of \$74,481.80 (80% of \$93,102.25) in fees and \$4,429.85 in expenses
- Second interim fee application for the period June 1-30, 2004 in the amount of \$88,393.20 (80% of \$110,491.50) in fees and expenses of \$15,846.02
- First interim fee application for the period May 1-31, 2004 in the amount of \$8,151.60 (80% of \$10,189.50) in fees and expenses of \$8,151.60

To date, Swidler has received payments from the Debtors in the following amounts:

- \$363,650.37 representing 80% of fees and 100% expenses for May 24, 2004 through September 30, 2004
- \$19,993.70 representing the 20% holdback on fees for the time period May and June 2004
- \$46,629.66 representing 80% of fees and 100% expenses for July 2004
- \$78,911.65 representing 80% of fees and 100% expenses for August 2004
- \$129,718.24 representing 80% of fees and 100% expenses for September 2004

- \$59,214.65 representing the 20% holdback on fees for the time period July-September 2004
- \$95,700.40 representing 80% of fees and 100% expenses for October 2004
- \$157,379.89 representing 80% of fees and expenses for November and December 2004
- \$58,192.91 representing 80% of fees and 100% expenses for January 2005
- \$94,467.96 representing 80% of fees and 100% expenses for February 2005
- \$58,410.49 representing 80% of fees and 100% expenses for March 2005

COMPENSATION SUMMARY

MAY 2005

Name of Professional Person	Position of Applicant, No. of Years in Position, Prior Relevant Experience, Yr. Obtained License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Billed Hours	Total Compensation
Monique D. Almy	Partner, 9 years in position; 18 years relevant experience; 1987, Bankruptcy	\$460.00	75.20	\$34,592.00
Roger Frankel	Partner, 22 years in position; 34 years relevant experience; 1971, Bankruptcy	\$645.00	13.60	\$8,772.00
Richard H. Wyron	Partner, 16 years in position; 26 years relevant experience; 1979, Bankruptcy	\$545.00	12.90	\$7,030.50
Matthew W. Cheney	Associate, 8 years in position; 8 years relevant experience; 1997, Bankruptcy	\$355.00	12.20	\$4,331.00
Debra L. Felder	Associate, 3 years in position; 3 years relevant experience; 2002, Bankruptcy	\$255.00	21.10	\$5,380.50
Scott J. Levitt	Associate, 10 years in position; 10 years relevant experience; 1995, Insurance Litigation	\$390.00	.30	\$117.00
Rachael M. Barainca	File Clerk	\$60.00	12.70	\$762.00
Debra O. Fullem	Senior Legal Assistant	\$195.00	30.60	\$5,967.00
Total			178.60	\$66,862.00
Blended Rate: \$374.36				

COMPENSATION BY PROJECT CATEGORY**MAY 2005**

Project Category	Total Hours	Total Fees
Case Administration	16.10	\$2,014.50
Due Diligence	1.50	\$967.50
Compensation of Professionals-Swidler	15.80	\$4,166.00
Compensation of Professionals-Other	5.10	\$994.50
Litigation	106.70	\$47,997.50
Insurance Matters	1.10	\$378.00
Plan and Disclosure Statement	16.00	\$5,870.00
Retention of Professionals-Other	16.30	\$4,474.00
TOTAL	178.60	\$66,862.00

EXPENSE SUMMARY**MAY 2005**

Expense Category	Total
Photocopying/Printing	\$507.75
Telephone/Facsimile	\$1.16
Postage/Federal Express/Courier Fees	\$226.88
Meals	\$116.98
TOTAL	\$852.77

Respectfully submitted,

SWIDLER BERLIN LLP

By: 

Roger Frankel, admitted *pro hac vice*
 Richard H. Wyron, admitted *pro hac vice*
 3000 K Street, NW, Suite 300
 Washington, DC 20007
 (202) 424-7500
 Counsel to David I. Austern,
 As Future Claimants' Representative

Dated: July 28, 2005

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:)	Chapter 11
W.R. GRACE & CO., <u>et al.</u>)	Case No. 01-1139 (JKF)
Debtors.)	

VERIFICATION

DISTRICT OF COLUMBIA, TO WIT:

Roger Frankel, after being duly sworn according to law, deposes and says:

1. I am a partner of the applicant law firm Swidler Berlin LLP ("Swidler") and have been admitted *pro hac vice* to appear in these cases.

2. I have personally performed many of the legal services rendered by Swidler as counsel to David T. Austern as Future Claimants' Representative ("FCR") and am familiar with the other work performed on behalf of the FCR by the lawyers, legal assistants, and other professionals of Swidler as set forth in the invoices attached as Exhibit A hereto.

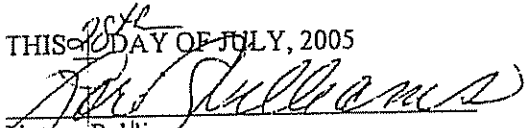
3. I have reviewed the Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. I have reviewed the requirements of Local Rule 2016-2 and the Administrative Order as Amended dated April 17, 2002, and I believe the Application to be in compliance therewith.



ROGER FRANKEL

SWORN AND SUBSCRIBED TO BEFORE ME

THIS ^{28th} DAY OF JULY, 2005



Notary Public

My commission expires: _____

Lori S. Williams
Notary Public, District of Columbia
My Commission Expires 3-31-2010

EXHIBIT A
SWIDLER BERLIN LLP
INVOICES FOR THE TIME PERIOD
MAY 1-31, 2005

SWIDLER BERLIN LLPFEDERAL IDENTIFICATION
No 13-2679676WASHINGTON, DC OFFICE
THE WASHINGTON HARBOUR
3000 K STREET, NW, SUITE 300
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TELEPHONE (212) 973-0111
FACSIMILE (212) 891-9598David Austern, FCR (for W R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

CLIENT/CASE: 25369 0001

INVOICE DATE: 06/30/05
INVOICE NUMBER: 288773

RE: Case Administration

FOR PROFESSIONAL SERVICES RENDERED THROUGH MAY, 2005

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
05/02/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.40
05/03/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.50
05/03/05	Debra L. Felder	Review docket and pleadings (.5); update calendar of hearings and deadlines (.4).	0.90
05/03/05	Debra O. Fullem	Review docket update.	0.10
05/04/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.50
05/05/05	Rachael M. Barainca	Updated folders.	2.50
05/05/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.50
05/06/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.40
05/10/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.50

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 06/30/05
 Page 2

CLIENT: 25369
 MATTER: 0001
 INVOICE: 288773

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
05/10/05	Debra L. Felder	Review agenda and update calendar of hearings and deadlines	0.30
05/10/05	Roger L. Frankel	Review Agenda for May 16 hearing (.2); review with R Wyron (2).	0.40
05/10/05	Debra O. Fullem	Review docket update.	0.10
05/11/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.50
05/12/05	Rachael M. Barainca	Review Court docket; download documents and distribute	0.30
05/13/05	Rachael M. Barainca	Review Court docket; download documents and distribute	0.40
05/16/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.50
05/17/05	Rachael M. Barainca	Review Court docket; download documents and distribute	0.40
05/18/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.50
05/19/05	Rachael M. Barainca	Update pleadings binders.	1.00
05/19/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.50
05/20/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.50
05/21/05	Roger L. Frankel	Review, sort files.	0.30
05/23/05	Debra O. Fullem	Review docket update.	0.10
05/24/05	Debra O. Fullem	Review docket update.	0.10
05/24/05	Monique D. Almy	Review case calendar.	0.30
05/24/05	Rachael M. Barainca	Update folders	0.50
05/24/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.30
05/25/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.50

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 06/30/05
 Page 3

CLIENT: 25369
 MATTER: .0001
 INVOICE: 288773

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
05/26/05	Richard H. Wyron	Review calendar and docket updates to plan for upcoming hearings.	0.30
05/26/05	Debra L. Felder	Review docket and update calendar of hearings and deadlines	0.10
05/26/05	Rachael M. Barainca	Review Court docket; download documents and distribute	0.50
05/26/05	Rachael M. Barainca	Update pleadings binders.	0.20
05/26/05	Debra O. Fullem	Review docket update.	0.10
05/27/05	Rachael M. Barainca	Review Court docket; download documents and distribute.	0.50
05/31/05	Rachael M. Barainca	Review Court docket; download documents and distribute	0.30
05/31/05	Debra L. Felder	Review docket and update calendar of hearings and deadlines	0.20
05/31/05	Debra O. Fullem	Review docket update.	0.10

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Monique D. Almy	\$460.00	0.30	\$138.00
Roger L. Frankel	\$645.00	0.70	\$451.50
Richard H. Wyron	\$545.00	0.30	\$163.50
Debra L. Felder	\$255.00	1.50	\$382.50
Debra O. Fullem	\$195.00	0.60	\$117.00
Rachael M. Barainca	\$60.00	12.70	\$762.00
TOTAL HOURS & FEES		16.10	\$2,014.50

OTHER CHARGES	AMOUNT
Photocopy & Printing	281.40
Telephone	1.16

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
06/30/05
Page 4

CLIENT: 25369
MATTER: 0001
INVOICE: 288773

<u>OTHER CHARGES</u>	<u>AMOUNT</u>
Meal Charges	116.98
TOTAL OTHER CHARGES	\$399.54

CURRENT INVOICE DUE.....\$2,414.04

SWIDLER BERLIN LLP

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c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

INVOICE DATE: 06/30/05
INVOICE NUMBER: 288773

OUR REFERENCE: 25369.0001

INVOICE SUMMARY

TOTAL FEES.....	\$2,014.50
TOTAL OTHER CHARGES	\$399.54
TOTAL AMOUNT DUE	\$2,414.04

REMITTANCE INFORMATION:

U.S. Mail:
Swidler Berlin LLP
Attn: Accounting Department
P O Box 3766
Washington, DC 20027-3766

Electronic Funds Transfer:
Name of Bank: Wachovia Bank, N A
Account Title: Swidler Berlin LLP
ABA Routing No: 054001220
Account No: 2000024531692

Please Note Our Reference and Invoice Numbers When Making Payment

SWIDLER BERLIN LLPFEDERAL IDENTIFICATION
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Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0004

INVOICE DATE: 06/30/05
INVOICE NUMBER: 288774

RE: Due Diligence

FOR PROFESSIONAL SERVICES RENDERED THROUGH MAY, 2005

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
05/04/05	Roger L. Frankel	Confer with Messrs. Radecki and Brownstein re business issues, preparation for meeting with client.	0.70
05/12/05	Roger L. Frankel	Review issues re asbestos legislation.	0.40
05/17/05	Roger L. Frankel	Review 5/11 - 5/12 markup of FAIR Act.	0.40

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Roger L. Frankel	\$645.00	1.50	\$967.50
TOTAL HOURS & FEES		1.50	\$967.50

OTHER CHARGES	AMOUNT
TOTAL OTHER CHARGES	\$0.00

CURRENT INVOICE DUE.....\$967.50

SWIDLER BERLIN LLP

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Falls Church, VA 22042-0683

REVISED

CLIENT/CASE: 25369 0011

INVOICE DATE: 06/30/05
INVOICE NUMBER: 288777

RE: Compensation of Professionals--Swidler

FOR PROFESSIONAL SERVICES RENDERED THROUGH MAY, 2005

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
05/02/05	Debra O. Fullem	Prepare Certificate of No Objection regarding February fee statement; obtain R. Frankel's signature; coordinate filing and serving.	0.20
05/03/05	Debra O. Fullem	Review calendar and update D. Felder with information on fee apps	0.50
05/03/05	Debra O. Fullem	Prepare e-mail to J. Port at W.R. Grace regarding payment on February fee application.	0.20
05/03/05	Debra O. Fullem	Organize fee application files.	0.30
05/05/05	Debra O. Fullem	Review and revise Swidler's Fourth Quarterly fee application and forward to R. Frankel for review and signature	1.00
05/05/05	Debra O. Fullem	Update chart of Swidler's current fees and expenses.	0.30
05/06/05	Debra O. Fullem	Finalize and coordinate filing and serving of quarterly fee application.	1.50
05/06/05	Debra O. Fullem	Prepare response to e-mail from accounting regarding status of approved fee applications and payments to be expected.	0.20

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 06/30/05
 Page 2

CLIENT: 25369
 MATTER: .0011
 INVOICE: 288777

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
05/09/05	Debra O. Fullem	Review e-mail from S. Bossay at fee auditor's office regarding initial report concerning Swidler's quarterly fee application for the period October-December 2004 and review of attached initial report; conference with R. Wyron re same	0.40
05/12/05	Debra O. Fullem	Review fee auditor's report and outline thoughts for draft reply to same.	0.30
05/16/05	Debra O. Fullem	Prepare draft of reply letter to S. Bossay (.5); forward along with e-mail to R. Wyron for review and comment (.1); review and respond to e-mail from R. Wyron regarding questions/follow up regarding information in reply letter (.2); provide copies of redacted and unredacted invoices to R. Wyron (.2); prepare draft of schedule of expenses (.2).	1.20
05/16/05	Richard H. Wyron	Review fee auditor's report (.3); confer with D. Fullem and follow-up (.3); outline response (.6).	1.20
05/17/05	Debra O. Fullem	Follow up with accounting on prebills for October-December 2004 time period and review expense information; update chart of expenses to attach to reply letter to fee auditor; provide to R. Wyron for review and comment.	0.80
05/17/05	Debra O. Fullem	Follow up with accounting regarding prebills from Oct-Dec 04 to review for expense detail; update R. Wyron re same; review R. Wyron's letter (as revised) to S. Bossay.	0.40
05/20/05	Debra O. Fullem	Confer with R. Wyron regarding reply to the fee auditor's initial report (.1); follow up with accounting and other parties to gather additional information on certain expense items (.4); review R. Wyron's revisions to reply letter (.2); prepare revisions to schedule of expenses chart to attach to letter (.8); confer with R. Wyron regarding status of proposed final letter (.2)	1.70
05/20/05	Richard H. Wyron	Finalize response to fee auditor's report (.4); confer with M. Plumer re same (.2)	0.60
05/21/05	Richard H. Wyron	Review April pre-bill and note questions.	0.40
05/22/05	Richard H. Wyron	Finalize response to fee auditor's report.	0.40

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 06/30/05
 Page 3

CLIENT: 25369
 MATTER: 0011
 INVOICE: 288777

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
05/23/05	Debra O. Fullem	Conference with R. Wyron and review draft letter to S. Bossay regarding response to interim report.	0.30
05/23/05	Debra O. Fullem	Telephone call from U.S. Trustee's office in Delaware regarding redacted invoices submitted with fee applications; discuss with R. Wyron and R. Frankel; submit response to Jennifer by e-mail of information on redacted invoices.	0.70
05/24/05	Debra O. Fullem	Review e-mail from J. Sacco regarding check from W.R. Grace for February invoices; forward copy of excel chart for proper allocation of check.	0.20
05/24/05	Debra O. Fullem	Prepare e-mail to R. Wyron regarding expense information.	0.10
05/24/05	Debra O. Fullem	Review e-mail from S. Bossay regarding status of reply; forward R. Wyron's e-mail to S. Bossay dated May 23 along with reply letter to initial report; e-mail to R. Wyron re status.	0.20
05/26/05	Debra O. Fullem	Review e-mail from U.S. Trustee's office, regarding Swidler invoices; confer with R. Frankel regarding same and discuss response; prepare reply to D. Klauder's e-mail and copy to R. Frankel and R. Wyron.	0.50
05/26/05	Debra O. Fullem	Review and reply to R. Wyron's e-mail requesting chart of agreed reductions by Swidler regarding the fee auditor's report; prepare chart of same and forward to R. Wyron for review and comment.	0.90
05/26/05	Richard H. Wyron	Work on redaction questions, reviewing entries and responding to inquiries	0.30
05/27/05	Richard H. Wyron	E-mail from U.S. Trustee regarding fee application and response.	0.20
05/27/05	Debra O. Fullem	Prepare Certificate of No Objection relating to Swidler's March fee application; forward same to local counsel to file; prepare e-mail to J. Port at W. R. Grace and attach CNO filed with Court.	0.30
05/31/05	Debra O. Fullem	Confer with R. Wyron to discuss status of response to D. Klauder, attorney from U.S. Trustee's office.	0.10

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 06/30/05
 Page 4

CLIENT: 25369
 MATTER: 0011
 INVOICE: 288777

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
05/31/05	Debra O. Fullem	Confer with R. Wyron regarding printing expenses and review of previous invoices for same.	0 20
05/31/05	Debra O. Fullem	Review April invoices sent to D. Austern.	0.20

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Richard H. Wyron	\$545.00	3.10	\$1,689.50
Debra O. Fullem	\$195.00	12.70	\$2,476.50
TOTAL HOURS & FEES		15.80	\$4,166.00

OTHER CHARGES	AMOUNT
Photocopy & Printing	54.15
Postage	9.45
Federal Express	49.06
TOTAL OTHER CHARGES	\$112.66

CURRENT INVOICE DUE.....\$4,278.66

SWIDLER BERLIN LLP

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David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

INVOICE DATE: 06/30/05
INVOICE NUMBER: 288777

OUR REFERENCE: 25369.0011

INVOICE SUMMARY

TOTAL FEES	\$4,166.00
TOTAL OTHER CHARGES	\$112.66
TOTAL AMOUNT DUE	\$4,278.66

REMITTANCE INFORMATION:

U.S. Mail:
Swidler Berlin LLP
Attn: Accounting Department
P.O. Box 3766
Washington, DC 20027-3766

Electronic Funds Transfer:
Name of Bank: Wachovia Bank, N.A.
Account Title: Swidler Berlin LLP
ABA Routing No: 051001220
Account No: 2000024531692

Please Note Our Reference and Invoice Numbers When Making Payment

SWIDLER BERLIN LLPFEDERAL IDENTIFICATION
No 13-2679676WASHINGTON, DC OFFICE
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c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0012

INVOICE DATE: 06/30/05
INVOICE NUMBER: 288780

RE: Compensation of Professionals--Other

FOR PROFESSIONAL SERVICES RENDERED THROUGH MAY, 2005

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
05/04/05	Debra O. Fullem	Begin to prepare quarterly fee application for D. Austern for time period January-March 2005.	0.50
05/11/05	Debra O. Fullem	Prepare quarterly fee application for D. Austern for time period January-March 2005.	0.60
05/13/05	Debra O. Fullem	Review package from CIBC of original signed fee applications; prepare Notices and Certificates of Service relating to CIBC's March monthly and Fourth quarterly fee applications; forward to local counsel to file same.	1.00
05/23/05	Debra O. Fullem	Review final fee application of CIBC for April 2005; insert objection deadlines and dates of filing; obtain R. Frankel's signature on notice; coordinate filing and serving.	0.50
05/23/05	Debra O. Fullem	Prepare fourth quarterly for D. Austern for time period January-March 2005; coordinate signatures by D. Austern and file and serve same.	1.00
05/26/05	Debra O. Fullem	Review and reply to e-mail from R. Wyron regarding initial reports filed by the fee auditor on D. Austern or his other professionals; prepare e-mail to S. Bossay regarding requesting information on same.	0.20

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 06/30/05
 Page 2

CLIENT: 25369
 MATTER: 0012
 INVOICE: 288780

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
05/26/05	Debra O. Fullem	Prepare CNOs for D. Austern's January, February and March fee applications.	0.50
05/27/05	Debra O. Fullem	Review and revise CNOs for D. Austern's January, February and March fee statements; forward to local counsel for filing	0.50
05/27/05	Debra O. Fullem	Prepare CNO for CIBC's February fee statement; forward to local counsel for filing	0.20
05/31/05	Debra O. Fullem	Prepare follow up e-mail to S. Bossay regarding any other initial fee reports filed on D. Austern or his professionals.	0.10

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Debra O. Fullem	\$195.00	5.10	\$994.50
TOTAL HOURS & FEES		5.10	\$994.50

OTHER CHARGES	AMOUNT
Photocopy & Printing	172.20
Postage	26.88
Federal Express	141.49
TOTAL OTHER CHARGES	\$340.57

CURRENT INVOICE DUE.....\$1,335.07

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c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

INVOICE DATE: 06/30/05
INVOICE NUMBER: 288780

OUR REFERENCE: 25369.0012

INVOICE SUMMARY

TOTAL FEES	\$994.50
TOTAL OTHER CHARGES	\$340.57
TOTAL AMOUNT DUE	\$1,335.07

REMITTANCE INFORMATION:

U.S. Mail:
Swidler Berlin LLP
Attn: Accounting Department
P O Box 3766
Washington, DC 20027-3766

Electronic Funds Transfer:
Name of Bank: Wachovia Bank, N.A.
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FACSIMILE (212) 891-9598David Austern, FCR (for W R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683INVOICE DATE: 06/30/05
INVOICE NUMBER: 288776

CLIENT/CASE: 25369.0007

RE: Litigation

FOR PROFESSIONAL SERVICES RENDERED THROUGH MAY, 2005

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
05/02/05	Debra L. Felder	Conference with R. Wyron regarding Sealed Air settlement.	0.10
05/02/05	Richard H. Wyron	Review docket (.2); confer with D. Felder regarding Sealed Air settlement (.1)	0.30
05/02/05	Monique D. Almy	Review Owens Corning Transcript on estimation hearing	1.90
05/03/05	Richard H. Wyron	Confer with D. Felder on Sealed Air; review e-mail.	0.40
05/03/05	Debra L. Felder	Review motion to approve Sealed Air settlement agreement and related pleadings.	1.00
05/04/05	Debra L. Felder	Prepare e-mail summary for R. Wyron of Debtors' response to motion to approve Sealed Air settlement agreement.	0.30
05/04/05	Richard H. Wyron	Review pleadings filed on pending motions for next hearing.	0.40
05/05/05	Monique D. Almy	Review Owens Corning valuation transcript.	1.70
05/09/05	Monique D. Almy	Review Agenda of Matters Scheduled for Hearing for 5/16/05.	0.20
05/09/05	Monique D. Almy	Review Owens Corning estimation transcript.	1.90

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 06/30/05
 Page 2

CLIENT: 25369
 MATTER: .0007
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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
05/09/05	Monique D. Almy	Review past estimation pleadings filed.	2.60
05/09/05	Monique D. Almy	Review Debtors' notice of delay in filing Motion to Approve CMO/Questionnaire.	0.10
05/09/05	Richard H. Wyron	Review agenda for 5/16 hearing.	0.30
05/10/05	Monique D. Almy	Review Motion for Leave To (1) File a Brief in Support of Motion to Approve PI CMO and Questionnaire that Exceeds Page Limits Set Forth Under Local Rules, and (2) Extend the Deadline for Filing the Motion to Approve the PI CMO and Questionnaire Filed by W.R. GRACE & CO.	0.10
05/12/05	Monique D. Almy	Meet with R. Wyron to discuss pending motions and strategy for response.	0.30
05/12/05	Monique D. Almy	Begin review of Motion to Approve W.R. Grace & Co.'s Motion to Approve PI CMO and Questionnaire and Supporting Memorandum.	3.50
05/12/05	Monique D. Almy	Review Appendix to Memorandum of Points and Authorities in support of W.R. Grace & Co.'s Motion to Approve PI CMO and Questionnaire.	2.50
05/12/05	Matthew W. Cheney	Review pleadings re estimation.	0.20
05/13/05	Matthew W. Cheney	Review pleadings re estimation.	0.30
05/13/05	Monique D. Almy	Call to N. Finch re ACC response to CMO/Questionnaire Motion	0.10
05/13/05	Monique D. Almy	Continue Review of CMO/Questionnaire Memorandum	2.50
05/16/05	Monique D. Almy	Continue review of Memorandum in Support of CMO/Questionnaire Motion.	2.30
05/16/05	Monique D. Almy	Begin outline of FCR response to CMO/Questionnaire motion.	1.70
05/16/05	Monique D. Almy	Review related estimation pleadings filed to previous CMO motions.	2.50
05/16/05	Roger L. Frankel	Review renewed motion for approval of Sealed Air settlement	1.30

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 06/30/05
 Page 3

CLIENT: 25369
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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
05/16/05	Richard H. Wyron	Prepare for hearing (8); participate in hearing telephonically (7); follow-up e-mail summarizing hearing (4).	1.90
05/17/05	Monique D. Almy	Review Protective Order Governing Discovery for Purposes of Estimating the Debtors' Asbestos Property Damage Liability.	0.10
05/17/05	Monique D. Almy	Begin review of Rand Institute for Civil Justice, Asbestos Litigation, pre-publication report.	1.40
05/17/05	Monique D. Almy	Call to P. Lockwood re strategy for responding to CMO/Questionnaire Motion.	0.50
05/17/05	Monique D. Almy	Begin outline of FCR response to CMO/Questionnaire Motion.	1.60
05/18/05	Monique D. Almy	Work on FCR response to CMO/Questionnaire Motion.	6.50
05/19/05	Monique D. Almy	Draft internal memorandum to R. Frankel and R. Wyron outlining ACC strategy to respond to CMO/Questionnaire Motion	0.40
05/19/05	Monique D. Almy	Work on FCR response to CMO/Questionnaire motion.	3.70
05/19/05	Richard H. Wyron	Review CMO proposal on PI claims (.8); confer with M. Almy on response and follow-up notes (.7)	1.50
05/20/05	Monique D. Almy	Work on FCR's response to CMO/Questionnaire Motion.	1.90
05/22/05	Richard H. Wyron	Review e-mail from CIBC regarding pension motion issues.	0.50
05/23/05	Richard H. Wyron	Begin review of pleadings filed for upcoming hearing - pension motion (.6) and exclusivity (4).	1.00
05/23/05	Monique D. Almy	Work on FCR response to CMO/Questionnaire Motion.	1.90
05/23/05	Monique D. Almy	Review Motion to Approve A Settlement Agreement with Cytex Industries, Inc., et al.	0.90
05/23/05	Monique D. Almy	Review Motion to Authorize Debtors to Make Legally Required Minimum Contributions to Defined Benefit Pension Plans.	0.80
05/23/05	Monique D. Almy	Review Motion to Authorize the Debtors to Enter into a Post-Retirement Consulting Agreement with its Former General Counsel and Chief Restructuring Officer.	0.90

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 06/30/05
 Page 4

CLIENT: 25369
 MATTER: 0007
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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
05/23/05	Monique D. Almy	Review Motion to Authorize The Debtors to Contribute Funds to (a) The Lake Charles Union Pension Plan and (b) The Chattanooga Union Pension Plan	0.80
05/23/05	Roger L. Frankel	Review motion to approve CMO, Questionnaire, memorandum in support of motion, proposed order.	1.50
05/23/05	Matthew W. Cheney	Review motion to approve CMO and Questionnaire.	0.40
05/23/05	Matthew W. Cheney	Research re issues raised by motion to approve CMO and Questionnaire.	1.70
05/24/05	Matthew W. Cheney	Review pleadings re exclusivity, pension contributions, settlement with Wyeth and hiring consultant	1.70
05/24/05	Debra L. Felder	Review docket and update calendar of hearings and deadlines (.9); review motion to extend exclusivity (4); review motion to approve PI CMO and questionnaire (1.2)	2.50
05/25/05	Roger L. Frankel	Review debtor's brief in support of CMO and questionnaire (2nd part).	1.40
05/25/05	Monique D. Almy	Work on FCR Response to CMO/Questionnaire motion.	5.00
05/26/05	Richard H. Wyron	Confer with M. Almy regarding pending motions including estimation and exclusivity, and follow-up notes	0.60
05/26/05	Monique D. Almy	Call to P. Lockwood re ACC response to CMO/Questionnaire motion.	0.40
05/26/05	Monique D. Almy	Work on FCR response to CMO/Questionnaire Motion.	5.50
05/26/05	Matthew W. Cheney	Research re issues raised by CMO motion	1.50
05/26/05	Roger L. Frankel	Confer with R. Wyron re strategy issues re exclusivity; telephone conference with D. Austern re same.	0.60
05/26/05	Roger L. Frankel	Confer with M. Almy re strategy for response to CMO motion and exclusivity motion.	0.70
05/26/05	Debra L. Felder	Conference with M. Almy regarding upcoming objection deadlines.	0.10

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
06/30/05
Page 5

CLIENT: 25369
MATTER: 0007
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DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
05/26/05	Debra L. Felder	Review motion to extend exclusivity (.3); review motion authorizing Debtors to enter into post-retirement consulting agreement (.7); review motion to approve settlement with Cytec and Wyeth (.7); review motion to approve contributions to benefit pension plans (.7); review motion to approve PI CMO and questionnaire (.9); conference with M. Almy regarding motions and upcoming objection deadlines (1.2); review pleadings filed in USG regarding motion to extend exclusivity and motion to terminate exclusivity (1.5).	6.00
05/27/05	Roger L. Frankel	Review application to employ D. Siegel as consultant; review consulting agreement.	0.60
05/27/05	Roger L. Frankel	Review eighth motion to extend exclusive period to file plan and solicit; notes re same.	0.80
05/27/05	Roger L. Frankel	Review protective order re discovery of property damage claims.	0.50
05/27/05	Matthew W. Cheney	Research re issues raised by CMO motion.	2.80
05/27/05	Monique D. Almy	Work on FCR response to CMO/Questionnaire motion.	5.70
05/27/05	Richard H. Wyron	Review materials from other cases on exclusivity issues.	1.20
05/30/05	Matthew W. Cheney	Research re issues raised by CMO and questionnaire.	0.80
05/31/05	Roger L. Frankel	Review motion, transcript from USG case re efforts to end exclusivity.	0.70
05/31/05	Richard H. Wyron	Review materials on exclusivity motion (.5); call with P. Lockwood on exclusivity and PI CMO (.2).	0.70
05/31/05	Monique D. Almy	Work on FCR's response to CMO/Questionnaire motion.	4.20
05/31/05	Monique D. Almy	Work on exclusivity motion.	1.50
05/31/05	Matthew W. Cheney	Research re CMO motion	2.80

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Monique D. Almy	\$460.00	67.60	\$31,096.00
Roger L. Frankel	\$645.00	8.10	\$5,224.50
Richard H. Wyron	\$545.00	8.80	\$4,796.00

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 06/30/05
 Page 6

CLIENT: 25369
 MATTER: 0007
 INVOICE: 288776

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Matthew W. Cheney	\$355.00	12.20	\$4,331.00
Debra L. Felder	\$255.00	10.00	\$2,550.00
TOTAL HOURS & FEES		106.70	\$47,997.50

OTHER CHARGES	AMOUNT
TOTAL OTHER CHARGES	\$0.00

CURRENT INVOICE DUE.....\$47,997.50

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c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

INVOICE DATE: 06/30/05
INVOICE NUMBER: 288776

OUR REFERENCE: 25369.0007

INVOICE SUMMARY

TOTAL FEES	\$47,997.50
TOTAL OTHER CHARGES	\$0.00
TOTAL AMOUNT DUE	\$47,997.50

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Account No.: 2000024531692

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c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0006

INVOICE DATE: 06/30/05
INVOICE NUMBER: 288775

RE: Insurance Matters

FOR PROFESSIONAL SERVICES RENDERED THROUGH MAY, 2005

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
05/03/05	Richard H. Wyron	Review [REDACTED] settlement information and forward to M. Plumer and S. Levitt.	0.30
05/03/05	Scott J. Levitt	Review materials re proposed settlement with [REDACTED]	0.30
05/03/05	Debra O. Fullem	Update spreadsheet of fees and expenses and forward to R. Wyron and R. Frankel.	0.50

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Richard H. Wyron	\$545.00	0.30	\$163.50
Scott J. Levitt	\$390.00	0.30	\$117.00
Debra O. Fullem	\$195.00	0.50	\$97.50
TOTAL HOURS & FEES		1.10	\$378.00

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
06/30/05
Page 2

CLIENT: 25369
MATTER: 0006
INVOICE: 288775

OTHER CHARGES	AMOUNT
TOTAL OTHER CHARGES	\$0.00

CURRENT INVOICE DUE.....\$378.00

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c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

INVOICE DATE: 06/30/05
INVOICE NUMBER: 288775

OUR REFERENCE: 25369.0006

INVOICE SUMMARY

TOTAL FEES	\$378.00
TOTAL OTHER CHARGES	\$0.00
TOTAL AMOUNT DUE	\$378.00

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c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

CLIENT/CASE: 25369.0008

INVOICE DATE: 06/30/05
INVOICE NUMBER: 288778

RE: Plan & Disclosure Statement

FOR PROFESSIONAL SERVICES RENDERED THROUGH MAY, 2005

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
05/04/05	Richard H. Wyron	Confer with CIBC on plan issues.	0.40
05/05/05	Roger L. Frankel	Confer with Messrs. Radecki, Brownstein, Austern re presentation on Grace financials, term sheet for plan; notes re same.	1.60
05/23/05	Monique D. Almy	Review Motion to Extend Time in Which to File a Chapter 11 Plan and to Solicit Votes Thereon Filed by W.R. Grace & Co., Summarize Motion.	0.90
05/27/05	Monique D. Almy	Review USG exclusivity pleadings re Grace extension motion.	0.80
05/27/05	Monique D. Almy	Work on response to motion to extend exclusivity	1.90
05/27/05	Debra L. Felder	Review pleadings filed in USG bankruptcy case regarding motion to terminate exclusivity and motion to extend exclusivity (3.5); review hearing transcripts regarding same (1.0); e-mail to R. Frankel, R. Wyron and M. Almy regarding same (.1); telephone conference with M. Almy regarding objection to motion to extend exclusive periods (.3).	4.90

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c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683

INVOICE DATE: 06/30/05
INVOICE NUMBER: 288778

OUR REFERENCE: 25369.0008

INVOICE SUMMARY

TOTAL FEES	\$5,870.00
TOTAL OTHER CHARGES	\$0.00
TOTAL AMOUNT DUE	\$5,870.00

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Attn: Accounting Department
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FACSIMILE (212) 891-9598David Austern, FCR (for W.R. Grace & Co.)
c/o CRMC
3110 Fairview Park Drive
Suite 200
Falls Church, VA 22042-0683INVOICE DATE: 06/30/05
INVOICE NUMBER: 288779

CLIENT/CASE: 25369 0010

RE: Retention of Professionals--Other

FOR PROFESSIONAL SERVICES RENDERED THROUGH MAY, 2005

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
05/12/05	Debra O. Fullem	Review e-mail and download documents from R. Wyron re CIBC extension of employment.	0.20
05/12/05	Debra O. Fullem	Review proposed engagement letter extending employment of CIBC	0.50
05/12/05	Richard H. Wyron	Review CIBC engagement letter	0.20
05/13/05	Debra O. Fullem	Review of retention letter from CIBC to Austern extending employment terms (.5); review pleadings previously filed in the case to extend employment and related order on same (.5); begin draft of pleadings to extend employment terms of CIBC (1.2); confer with M. Almy regarding same (.1); review e-mail from M. Almy to R. Wyron regarding status of pleadings and questions on same (.1).	2.40
05/16/05	Debra O. Fullem	Finalize draft of CIBC extended employment pleadings (1.3); confer with M. Almy re same (.2).	1.50

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 06/30/05
 Page 2

CLIENT: 25369
 MATTER: 0010
 INVOICE: 288779

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
05/16/05	Debra O. Fullem	Review R. Wyron's e-mail regarding CIBC pleadings to extend terms of employment (.1); review Court's order on omnibus hearing dates for June hearing and deadline to file pleading and objections thereto (.2); inform R. Wyron and M. Almy re information as it relates to CIBC's extended employment pleadings (1)	0.40
05/17/05	Debra O. Fullem	Conference with M. Almy regarding CIBC extended retention pleadings.	0.10
05/17/05	Debra O. Fullem	Follow up with J. Brownstein regarding original signed retention letter between CIBC and Austern agreeing to extended terms of employment	0.10
05/17/05	Debra O. Fullem	Work on CIBC's application to extend terms of employment and provide revised draft to M. Almy for review and comment	1.50
05/17/05	Richard H. Wyron	Review and revise draft application for CIBC	0.20
05/18/05	Debra O. Fullem	Follow up with J. Brownstein at CIBC for signed retention letter; forward same to D. Austern for signature	0.20
05/19/05	Monique D. Almy	Call with J. Brownstein and D. Fullem on CIBC's employment modification	0.50
05/19/05	Monique D. Almy	Make edits to conform to J. Brownstein's comments on CIBC's employment application	1.00
05/19/05	Richard H. Wyron	Confer with J. Brownstein regarding CIBC application (3); follow-up with M. Almy (2)	0.50
05/19/05	Debra O. Fullem	Review and prepare edits made by M. Almy and R. Wyron to CIBC's extended employment pleadings.	1.00
05/19/05	Debra O. Fullem	Conference call with M. Almy and J. Brownstein at CIBC regarding comments and corrections to extended employment application	0.80
05/20/05	Debra O. Fullem	Review and update pleadings regarding application to extend terms of CIBC's employment relating to its fee arrangement (1.1); confer with M. Almy re same (.2).	1.30
05/20/05	Debra O. Fullem	Review e-mail from M. Almy regarding discussion with R. Wyron on extending terms of employment of CIBC	0.20
05/20/05	Monique D. Almy	Review transcript from last employment of CIBC hearing	0.40

SWIDLER BERLIN LLP

David Austern, FCR (for W.R. Grace & Co.)
 06/30/05
 Page 3

CLIENT: 25369
 MATTER: 0010
 INVOICE: 288779

DATE	ATTORNEY	PROFESSIONAL SERVICES	HOURS
05/20/05	Monique D. Almy	Call from J. Brownstein re CIBC employment modification.	0.20
05/20/05	Monique D. Almy	Discuss status of employment modification for CIBC with R. Wyron.	0.20
05/20/05	Monique D. Almy	Call to J. Brownstein re employment modification.	0.10
05/23/05	Monique D. Almy	Finalize CIBC fee arrangement extension motion	1.30
05/23/05	Debra O. Fullem	Finalize and coordinate filing and serving of the FCR's application to extend terms of employment relating to fee arrangement with CIBC.	1.50

SERVICES PERFORMED BY:	RATE	HOURS	AMOUNT
Monique D. Almy	\$460.00	3.70	\$1,702.00
Richard H. Wyron	\$545.00	0.90	\$490.50
Debra O. Fullem	\$195.00	11.70	\$2,281.50
TOTAL HOURS & FEES		16.30	\$4,474.00

OTHER CHARGES	AMOUNT
TOTAL OTHER CHARGES	\$0.00

CURRENT INVOICE DUE.....\$4,474.00